UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



OMB Number:

Expires: October 31, 2004 Estimated average burden hours per response..... 12.00



ANNUAL AUDITED REPORT **FORM X-17A-5** PART III

SEC FILE NUMBER **8**- 49589

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING_	01/01/03	AND ENDING 1	2/31/03
	MM/DD/YY		MM/DD/YY
A. REG	ISTRANT IDENT	TIFICATION	
NAME OF BROKER-DEALER: Timothy F	artners, Ltd.		OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)		FIRM I.D. NO.	
1304 W. F	airbanks Ave.		
	(No. and Stree)	
Winter Pa	Winter Park 3:		789
(City)	(State)	((Zip Code)
NAME AND TELEPHONE NUMBER OF PE Arthur A1		IN REGARD TO THIS RE	PORT (407)644–1986 (Area Code – Telephone Number)
B. ACC	OUNTANT IDEN	CIFICATION	(a coaa
INDEPENDENT PUBLIC ACCOUNTANT w Percy B.	•	-	
1950 Lee Rd. W	inter Park	FL	327.89
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:	ed States or any of its	PROCESSE MAR 05 2004 possessions. THOMSON FINANCIAL	D FEB 2 4 2004
	FOR OFFICIAL US	SE ONLY	

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption \$\frac{1}{2}\$ see Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Arthur D. Ally	, swear (or affirm) that, to the best of		
my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of			
Timothy Partners,	<u>Ltd.</u> , as		
	003 , are true and correct. I further swear (or affirm) that		
	officer or director has any proprietary interest in any account		
classified solely as that of a customer, except as follows:			
	C BASE		
Terry Covert	Signature		
Commission #DD198745	Signature		
Expires: May 11, 2007 Bonded Thru	President of the General Partner		
Atlantic Bonding Co., Inc.	Title		
The found			
Notary Public			
This report ** contains (check all applicable boxes):			
(a) Facing Page. (b) Statement of Financial Condition.			
(c) Statement of Income (Loss).			
(d) Statement of Changes in Financial Condition.			
(e) Statement of Changes in Stockholders' Equity or P			
(f) Statement of Changes in Liabilities Subordinated t	o Claims of Creditors.		
 ☑ (g) Computation of Net Capital.☐ (h) Computation for Determination of Reserve Requirements (in the computation for Determination of Reserve Requirements)	oments Burguent to Bule 15o2 2		
(i) Information Relating to the Possession or Control			
(i) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the			
Computation for Determination of the Reserve Rec			
	ed Statements of Financial Condition with respect to methods of		
consolidation.			
□ (I) An Oath or Affirmation.□ (m) A copy of the SIPC Supplemental Report.			
	to exist or found to have existed since the date of the previous audit.		

^{**}For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

FINANCIAL STATEMENTS

For the years ended December 31, 2003 and 2002

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PERCY B. BELL, CPA 1950 LEE ROAD, 225 WINTER PARK, FLORIDA, 32789

INDEPENDENT AUDITOR'S REPORT

Partners, Timothy Partners, Ltd.

I have audited the accompanying statement of financial condition of Timothy Partners, Ltd., as of December 31, 2003, and the related statements of income, and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Timothy Partners, Ltd., at December 31, 2003, and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

rcy B. Bell, CPA

Winter Park, Florida February 19, 2004

STATEMENT OF FINANCIAL CONDITION

December 31, 2003 and 2002

상태 아들만 불인 왕인 경영화를 만나보다 하는다.	2003		<u>2002</u>
ASSETS:	i i i i i e dinema di selati Senerali di Senerali di S		
Cash \$1	168,756	\$	135,329
Miscellaneous receivables	190,222		187,589
Related party receivable	9,768		6,381
Prepaid expenses	89,663		58,096
Property and equipment, net of accumulated depreciation	23,328		17,971
Other assets, net of accumulated amortization	144,611		150,343
TOTAL ASSETS	626,348	en e	555,709
LIABILITIES:			
Accounts payable and accrued expenses	289,967		231,509
Distributions payable	9,300		9,500
Distributions payable			
TOTAL LIABILITIES	299,267		241,009
	277,201		
PARTNERS' EQUITY:	100		100
General partners' capital	100		125,000
Partners' capital - Class II	4 2 4 0 2 0 0		4,211,008
Limited partners' capital	4,348,389		法裁判 医氯酚 医氯化二酚
Accumulated Deficit	(4,021,408)	-	(4,021,408)
			214.700
TOTAL EQUITY	327,081		314,700
: ^	626,348	\$	555,709

The accompanying notes are an intergral part of these financial statements.

STATEMENT OF INCOME

For the years ending December 31, 2003 and 2002

	<u>2003</u>	<u>2002</u>
REVENUES:		
	1,035,300	\$ 829,134
Commissions	948,034	1,164,997
Administration fees	465,081	293,095
Service and sponsor fees	39,294	42,142
나는 사람들이 살아 얼마를 살아왔다니? 그리다는 사람들은 말했다.		
TOTAL REVENUE	2,487,709	<u>2,329,368</u>
<u>- 일본 [1] (1) 1</u> 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
EXPENSES:		
Direct Mutual Fund Expense: Outside service fees	360,963	396,442
Sub advisor	382,329	310,376
Prospectus and report printing	58,615	27,410
Blue sky fees	88,441	50,264
Legal and accounting	50,440	31,284
Other	15,617	19,028
Total Direct Mutual Fund Expenses	956,405	834,804
Total Direct Mutual Fund Expenses	956,405	834,804
	956,405	
Advisor Marketing and Overhead Expenses:	956,405 476,500	427,500
Advisor Marketing and Overhead Expenses: Management fee		427,500 122,193
Advisor Marketing and Overhead Expenses: Management fee Marketing costs	476,500	427,500 122,193 689,759
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers	476,500 95,176	427,500 122,193 689,759 21,773
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing	476,500 95,176 543,301	427,500 122,193 689,759 21,773 216,861
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers	476,500 95,176 543,301 21,420 169,782 12,168	427,500 122,193 689,759 21,773 216,861 14,005
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing Factoring expense	476,500 95,176 543,301 21,420 169,782	427,500 122,193 689,759 21,773 216,861
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing Factoring expense Depreciation and amortization Occupancy and other	476,500 95,176 543,301 21,420 169,782 12,168 182,526	427,500 122,193 689,759 21,773 216,861 14,005 165,685
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing Factoring expense Depreciation and amortization	476,500 95,176 543,301 21,420 169,782 12,168	427,500 122,193 689,759 21,773 216,861 14,005
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing Factoring expense Depreciation and amortization Occupancy and other	476,500 95,176 543,301 21,420 169,782 12,168 182,526	427,500 122,193 689,759 21,773 216,861 14,005 165,685
Advisor Marketing and Overhead Expenses: Management fee Marketing costs Commissions to brokers Registration and filing Factoring expense Depreciation and amortization Occupancy and other Total Advisor Marketing and Overhead Expenses	476,500 95,176 543,301 21,420 169,782 12,168 182,526 1,500,873	427,500 122,193 689,759 21,773 216,861 14,005 165,685

The accompanying notes are an intregral part of these financial statements.

STATEMENT OF CHANGES IN PARTNERS' EQUITY For the years ended December 31, 2003 and 2002

	PARTNERS' <u>CAPITAL</u>	ACCUMULATED <u>DEFICIT</u>	TOTAL.
Balances at January 1, 2002	4,150,119	(3,858,196)	291,923
Net Loss		(163,212)	(163,212)
Proceeds from issuance of Class II partnership capital	175,000		175,000
Return of Class II partnership capital	(23,950)		(23,950)
Proceeds from issuance of additional partnership units	72;500		72,500
Return of partnership capital	(37,560)		(37,560)
Balances December 31, 2001	4,336,109	(4,021,408)	314,701
Net Income		30,431	30,431
Distributions to Partners		(30,431)	(30,431)
Proceeds from issuance of additional partnership units	75,400		75,400
Return of partnership capital	(63,020)		(63,020)
Balances December 31, 2002	4,348,489	(4,021,408)	<u>327,081</u>

The accompanying notes are an intregral part of these financial statements.

STATEMENT OF CASH FLOWS

For the years ended December 31, 2003 and 2002

그는 이 인경한 물화하다 중국 중국 그는 그를 받는다.	<u>2003</u>	<u>2002</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss)	30,431	(163,212)
Adjustments to reconcile net income (loss) to net cash used by		
operating activities		
Depreciation and amortization	12,168	14,005
(Increase) decrease in miscellaneous receivables	(2,633)	(72,510)
(Increase) decrease in prepaid expenses	(31,567)	(6,508)
Increase (decrease) in accounts payable and		
accrued expenses	58,458	74,407
(Increase) decrease in related party receivable	(2,987)	10,673
Total adjustments	33,439	20,067
Net cash provided (used) by		
operating activities	63,870	(143,145)
operating activities		
CASH-FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(11,795)	(10,783)
Purchase of other assets		(713)
Net cash (used) by investing activities	(11,795)	(11,496)
CASH FLOWS FROM FINANCING ACTIVITIES:	75,000	72,500
Proceeds from issuance of additional partnership units	75,000	175,000
Proceeds from issuance of Class II partnership capital		(30,150)
Return of Class II partnership capital Distribution of current earnings	(30,431)	(30,130)
Return of limited partners' capital	(63,220)	(37,260)
Net cash provided (used) by financing activities	(18,651)	180,090
rect cash provided (used) by inflancing activities		
Net change in cash	33,424	25,449
생기 경기 가장 보는 사람들은 사람들은 사이 살이 되었다.		
Cash at beginning of year	135,328	109,879
	از ا	
Cash at end of year	<u>168,756</u>	135,328

The accompanying notes are an intregal part of these financial statements

NOTES TO FINANCIAL STATEMENTS For the years ended December 31, 2003 and 2002

NATURE OF OPERATIONS

Timothy Partners, Ltd. is a Florida based limited partnership, which was formed to establish the Timothy Plan, a mutual fund as described under the Investment Company Act of 1940. The Partnership serves as advisor and manager of the Timothy Family of Funds. The Partnership provides investment management, back office operations, investment screening and marketing. The Partnership receives various asset-based fees for these services. The Funds will restrict their investment portfolio's and will not allow investing in a corporation involved in the areas of alcohol, tobacco, casino gambling, pornography, or abortion (directly or indirectly). During 1997 the Partnership registered as a broker/dealer and now receives and pays commissions on behalf of the Funds. The Partnership relies heavily upon increasing the market value of the Funds through new sales and performance. Revenue is generated primarily from fees and commissions derived from the value of the assets and new sales of the Funds.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the partnership considers all cash held in banks and money market accounts to be cash and cash equivalents.

B. <u>DEPRECIATION AND AMORTIZATION</u>

Depreciation accounting is a system of accounting which aims to distribute the cost of assets over their estimated useful life in a systematic and rational manner. Depreciation is computed using the straight-line method over the useful lives of 3 to 10 years. Amortization is computed using the straight-line method over a useful life of 25 years.

C. ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions. Actual results can differ from those estimates

D. INCOME TAXES

The Partnership is exempt from Federal and State income taxes. Partners reflect a proportional share of income and losses on their income tax return.

E. COMMISSIONS

Commissions are recorded on a trade date basis as securities transactions occur.

F. RECLASSIFICATIONS

Reclassifications have been made to the 2002 balances in order to conform to the classifications used in 2003.

NOTES TO FINANCIAL STATEMENTS For the years ended December 31, 2003 and 2002

NOTE 1 MISCELLANEOUS RECEIVABLES

The Partnership's miscellaneous receivables for December 31, 2003 and 2002 represents amounts due to the partnership for commissions and fees. No allowances have been established, as all amounts are collectible at December 31, 2003 and 2002.

NOTE 2 PROPERTY AND EQUIPMENT

Property and equipment as reflected in the financial statements are stated at original cost and is net of accumulated depreciation as summarized below:

- (4),	<u>2002</u> .
Computer equipment \$45,1	07 \$43,548
Office equipment 32,9	24,446
Software 9,4	10 9,410
Leasehold improvements 4,7	4,752
	3,181
97,1	31 85,337
Less accumulated depreciation (73,8	(67,366)
Total property and equipment \$23,3	\$17,971

NOTE 3 PREPAID EXPENSES

The amount reflected in the financial statements represents prepaid broker/dealer fees and prepaid registrations and supplies.

NOTE 4 OTHER ASSETS

Other assets as reflected in the financial statements are shown net of accumulated amoritization and are summarized as follows:

	<u>2003</u>	<u> 2002</u>
Fund and partnership set-up cost	\$93,637	\$93,637
Trademark and logo costs	4,400	4,400
Issue cost of additional share classes	98,671	98,671
Custom programming-fund service company	4,666	4,666
Deposits	2,225	2,225
	203,599	203,599
Less accumulated amortization	(58,988)	(53,256)
Total other assets	\$144,611	\$150,343

NOTES TO FINANCIAL STATEMENTS For the years ended December 31, 2003 and 2002

NOTE 5 OPERATING LEASE

The Partnership has entered into several operating leases. Monthly payments during 2003 and 2002 totaled \$5,804 and \$7,402 respectively. The leases paid out in 2003.

NOTE 6 PARTNERS' CAPITAL - CLASS II

During 2002 and 2001, \$175,000 and \$275,000 respectively, of Class II limited capital was received. All but \$125,000 of Class II partners' capital was converted to standard limited capital in April, 2002. An annual rate of 12% is earned on Class II partners' capital. In January, 2003 the remaining \$125,000 of Class II partner's capital was converted to standard limited capital.

NOTE 7 RELATED PARTY TRANSACTIONS

During 2003 and 2002, a management fee of \$476,500 and \$427,500 respectively, was paid to Covenant Financial Management, Inc. (CFM) to cover employee and occupancy costs. C FM is owned by the general partners. Beginning in 2004, all costs will be paid by the Partnership.

During 1997, the Partnership entered into a master sale and servicing agreement with Covenant Investment Corporation (CIC), an organization owned by some of the partners of Timothy Partners, Ltd. The agreement provides for the sale of all receivables and rights to payments of asset based and contingent deferred sales charges. D uring 2003 and 2002 respectively, the Partnership sold receivable rights of \$713,083 and \$906,620. The Partnership received \$543,301 and \$689,759 for these receivables resulting in a factoring expense of \$169,782 and \$216,861 for 2003 and 2002 respectively.

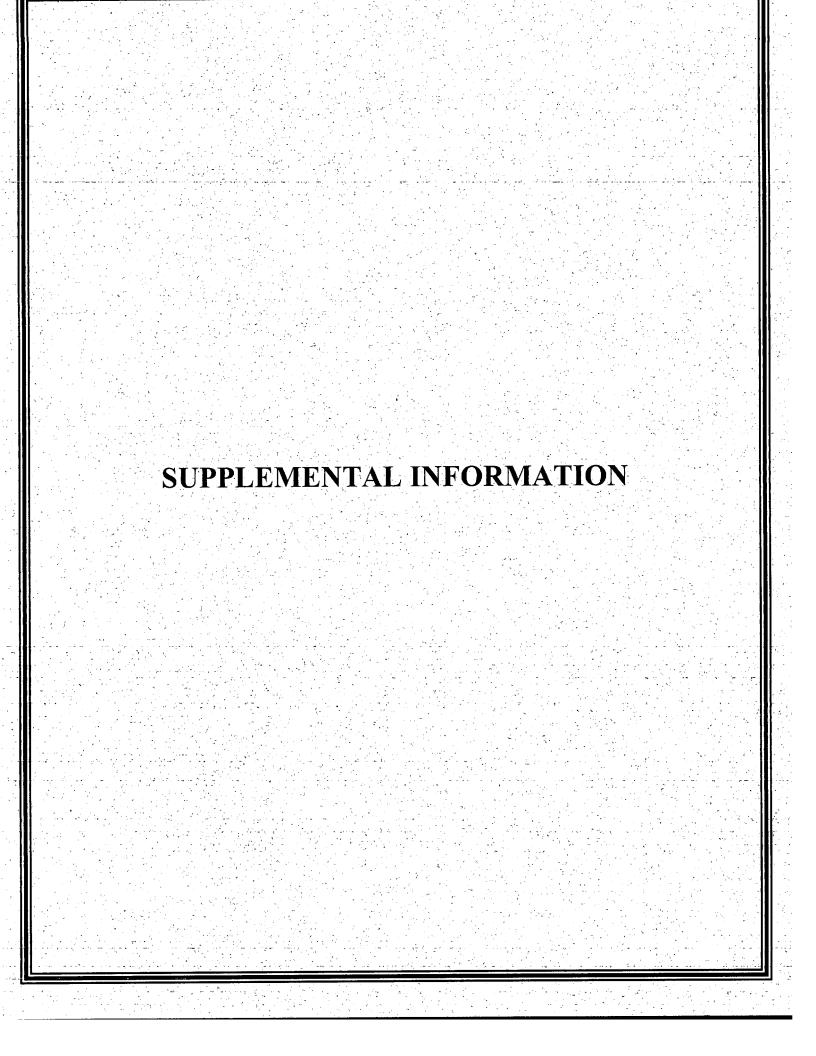
NOTE 8 TIMOTHY PARTNERS, L.C. (TPLC)

During February, 1999 Timothy Partners, L.C. (TPLC) was formed. This Limited Liability Company was formed to invest in Timothy Partners, LTD. Through an exempt private placement offering, 200 subscriptions were offered at \$5,000 each. The net proceeds of the private placement were used to purchase a 11.49% interest in Timothy Partners, Ltd. During 1999, 100 of the available subscriptions were sold. The balances of the subscriptions were sold in 2000 and the partnership has received \$877.500 of capital investment to date.

NOTE 9 UNCERTAINTY

The Partnership has suffered recurring losses since inception. Capital has been raised to cover these losses in the past. Management is confident the capital needed to fund the losses can be raised until the Funds begin to provide revenues sufficient to sustain operations.

The Funds total asset values increased during 2003 and 2002. Breakeven operations on a monthly basis were achieved in 2003.



SUPPLEMENTAL INFORMATION - SCHEDULE I COMPUTATION OF NET CAPITAL UNDER RULE 15C3 - 1 OF THE SECURITIES AND EXCHANGE COMMISSION

December 31, 2003 and 2002

소리의 공급을 하고 있다면 하는 사람들은 바람들이 되었다면서?	<u>2003</u>	<u>2002</u>
보고를 마셨다면서 화를 만든다고 하게 됐다면 때	\$327,081	\$314,700
Partners equity	\$327,061.	ψ <u>υτη, του</u>
Deductions and/or charges:		
Nonallowable assets:	9,768	6,381
Receivables from noncustomers	89,663	58,096
Prepaid expenses	23,328	17,971
Net property and equipment Net other assets	144,611	150,343
	267,370	232,791
Total nonallowable assets	207,370	232,151
	50.711	81,909
Net capital before haircuts	59,711	61,203
Haircut on money market account	50.741	91.006
Net capital	59,711	81,905
네트리트 중에 요하는 이 그리고 그를 보고싶어 하나요?		
Aggregate indebtedness:		100 106
Other accounts payable and accrued costs	133,562	102,195
Payable to broker/dealers.	156,405	129,314
Distributions payable	9,300	9,500
Total aggregate indebtedness	<u>299,267</u>	<u>241,009</u>
그러 오래도 하는 중요 의 전문을 수지 않는데 얼마다.		
Minimum net capital requirement	19,952	16,068
일 경로 많은 회사를 불러 하는 하는 것으로 되었다.		
Excess net capital	39,759	<u>65,841</u>
으로 그림을 하고 화를 하는 것으로 되는 걸 하였다.		
Excess net capital at 1000 percent	29,784	57,808
Ratio: Aggregate indebtedness to net capital	5.01 to 1	2.94 to 1
Reconciliation with partnership's computation		
(Included in part II of form X - 17 a - 5 as of		
December 31, 2002 and 2001		
Net capital as reported in partnership's Part II		
unaudited FOCUS report)	59,611	97,717
Audit adjustments	100	<u>(15,808)</u>
Net capital as audited	\$59,711	<u>\$81,909</u>
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REPORT ON INTERNAL ACCOUNTING CONTROL December 31, 2003

Partners, Timothy Partners, Ltd.

In planning and performing my audit of the financial statements and supplemental schedule of Timothy Partners, Ltd. (the Partnership), for the year ended December 31, 2003, I considered its internal control., including activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), I have made a study of the practices and procedures followed by the Partnership including tests of such practices and procedures that I considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the partnership does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Partnership in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons
- 2. Recordation of differences required by rule 17a-13
- 3. Complying with the requirements for prompt payment for securities under Section 8 of the Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Partnership is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and to the practices and procedures and of the practice and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives

REPORT ON INTERNAL ACCOUNTING CONTROL December 31, 2003

Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Partnership has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control elements does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted the following matters involving the control environment and its operation that I consider to be a material weakness as defined above. These conditions were considered in determining the nature, timing, and extent of the procedures to be performed in my audit of the financial statements of Timothy Partners, Ltd., for the year ended December 31, 2003, and this report does not affect my report thereon dated January 31, 2004. The current organizational structure is limited in size and does not provide sufficient personnel for segregation of duties as required for effective internal control. The Partnership utilizes an outside mutual fund servicing organization thus providing significant controls over securities and revenue related transactions. All outstanding payables need to be recognized to ensure accurate net capital computations are obtained.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and the practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, we believe that the Partnership's practices and procedures were adequate at December 31, 2003 to meet the SEC's objectives.

REPORT ON INTERNAL ACCOUNTING CONTROL December 31, 2003

This report is intended solely for the use of the Partners, management, the SEC, and other regulatory agencies that rely; on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and should not be used for any other purpose.

Percy B. Bell, CPA.

Winter Park, Florida

January 31, 2004